

**IN THE CHANCERY COURT OF THE STATE OF TENNESSEE
TWENTIETH JUDICIAL DISTRICT, DAVIDSON COUNTY**

STATE OF TENNESSEE, ex rel.)	
LESLIE A. NEWMAN, Commissioner of)	
Commerce and Insurance for the State)	
of Tennessee,)	
)	
Petitioner,)	
)	
v.)	No. 03-1614-II
)	
UNIVERSAL CARE OF TENNESSEE,)	
INC.,)	
)	
Respondents.)	

**MOTION FOR ORDER APPROVING THE VALUATION AND
REPORT OF CLAIMS AND THE FINAL DISTRIBUTION OF ASSETS**

Leslie A. Newman, Liquidator of Universal Care of Tennessee, by Special Deputy Liquidator Paul Eggers (the "SDL") whose affidavit is submitted herewith, moves this Court for an Order as follows:

1. Approving the Financial Report of UCT, Exh. 4, Affidavit of SDL;
2. Approving the SDL's valuation and report of claims, Exh. 1, Affidavit of SDL;
3. Authorizing the SDL, pursuant to *Tenn. Code Ann. § 56-9-330(a)*, to establish a reserve in the amount of \$95,353.47 for anticipated Class 1 administrative expenses for closing the estate, Exh. 3, Affidavit of SDL;
4. Authorizing the SDL, pursuant to *Tenn. Code Ann. § 56-9-332*, to distribute \$32,057,550.46 consisting of UCT's remaining assets (\$32,152,903.93) less the administrative expense reserve (\$95,353.47), to pay Class 2 claims totaling \$50,563,959.30, at a rate of 63.4% of the approved claim amount as set forth in Exh. 1, Affidavit of SDL;

5. Finding that UCT has insufficient funds to pay Class 2 claims in full; therefore, pursuant to *Tenn. Code Ann. § 56-9-330(a)*, no distribution shall be made on claims classified lower than Class 2 priority;

6. Authorizing the SDL, pursuant to *Tenn. Code Ann. § 56-9-333(a)*, to transfer unclaimed funds subject to distribution to the State Treasurer after ninety days from the date claims distribution checks are issued.

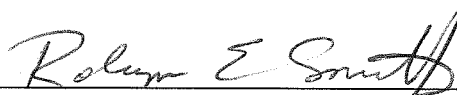
A Memorandum and an Affidavit of SDL Paul Eggers (collectively, the “pleadings”) are submitted herewith.

The SDL states that in addition to forwarding copies of the pleadings to persons listed on the Certificate of Service, he will also post the pleadings on the websites of UCT and the Tennessee Department of Commerce and Insurance and request that the Tennessee Hospital Association, the Tennessee Medical Association, and the Hospital Alliance of Tennessee advise members of the website postings or make the pleadings available to their members by other means. The SDL further states that after the unclaimed funds subject to distribution are transferred to the State Treasurer, the Liquidator will apply to the Court for an Order to destroy records of the Liquidation, to close the estate after costs are paid, and to discharge the Liquidator and the SDL.

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Respectfully submitted,

HUBBARD, BERRY & HARRIS, PLLC

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Attorneys for Liquidator of Universal Care of Tennessee

THIS MOTION IS SET TO BE HEARD ON THE 17th DAY OF MARCH, 2008 AT 9:00 a.m. FAILURE TO FILE AND SERVE A TIMELY WRITTEN RESPONSE TO THE MOTION MAY RESULT IN THE MOTION BEING GRANTED WITHOUT FURTHER HEARING.

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing document and the Affidavit of Paul Eggers has been forwarded by first class mail to the following individuals on this the 22nd day of February, 2008:

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